

This application notifies the FCC of a *pro forma* intra-corporate restructuring involving the conversion of the licensee of receive-only earth stations E859922 and E4931, from a limited partnership to a limited liability company, which limited liability company resulting from such conversion is under state law “deemed to be the same entity as the converting [limited partnership].”¹

As reflected in the Attachment 1 “Before” diagram, the licensee before the *pro forma* reorganization is a Tennessee limited partnership in which NewsChannel 5, Inc., a Tennessee corporation, is the sole general partner holding a 1% equity interest, and in which Landmark Television, Inc., a Nevada corporation, is the sole limited partner with the remaining 99% equity interest. As reflected in the Attachment 1 “After” diagram, pursuant to Tennessee state law, NewsChannel 5 Network, LP is converted from a Tennessee limited partnership to a Tennessee limited liability company (NewsChannel 5 Network, LLC) in which NewsChannel 5, Inc. continues to hold a 1% equity interest and Landmark Television, Inc. continues to hold the remaining 99% equity interest, with both NewsChannel 5, Inc. and Landmark Television, Inc. remaining the sole owners of the equity interests in the LLC.² The three directors of

¹ See Ten. Stat. § 48-249-703(e)(1).

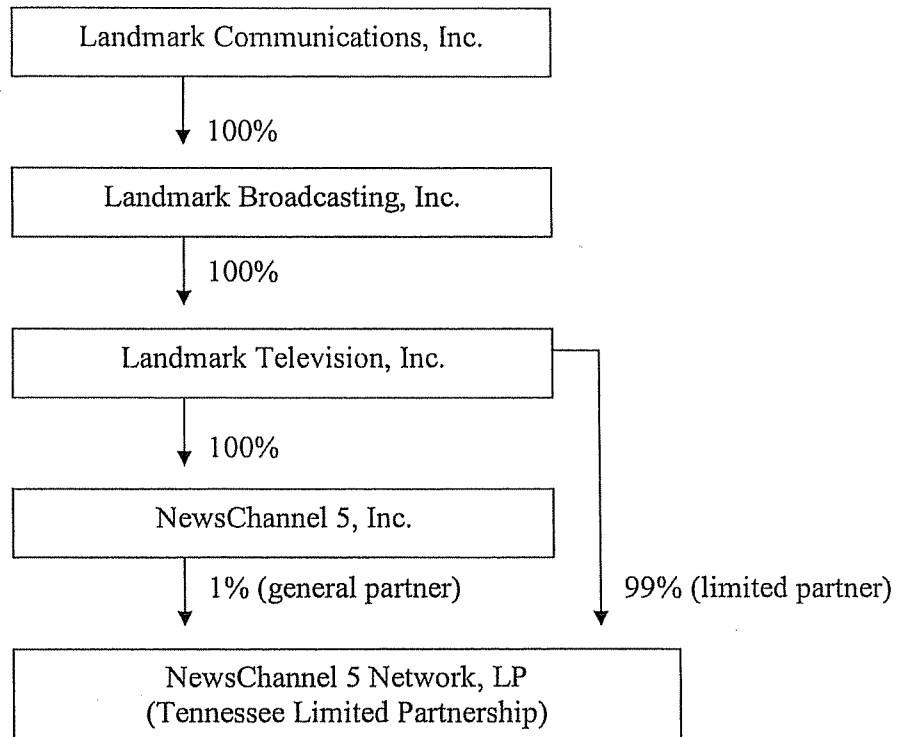
² The *pro forma* conversion from a limited partnership to a limited liability company does not introduce any new party nor does it involve the exchange of consideration. As a *pro forma* change, there is not any asset purchase agreement or equity interest purchase agreement. Because Tennessee state law deems the converted entity resulting from the conversion to be the same entity as the converting entity prior to the conversion, Applicant made the conversion effective as of November 26, 2007. To ensure that all Commission requirements have been satisfied, and the FCC’s records concerning the licensee are accurate, however, Applicant is (continued...)

NewsChannel 5 Network, LLC are the same as the directors of NewsChannel 5, Inc. (the former general partner of NewsChannel 5 Network, LP).

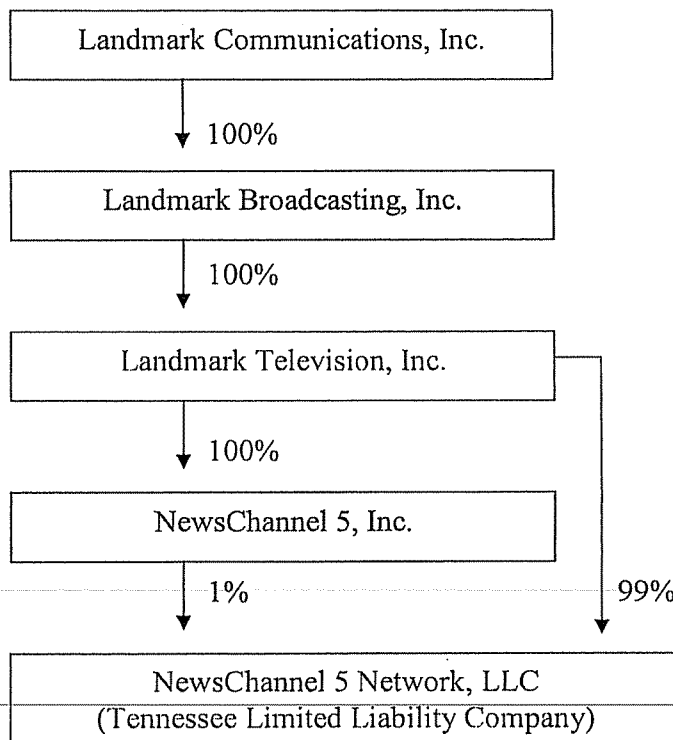
submitting this notification of the *pro forma* conversion from a limited partnership to limited liability company *nunc pro tunc*.

Attachment 1

Before *pro forma*
assignment of
license:



After *pro forma*
assignment of
license:



Federal Communications Commission Applications
Fri Feb 15 12:01:58 US/Eastern 2008
Account number: 738389

ATTACHMENT NAME: Exhibit F
DESCRIPTION: Public Interest Statement
REMOTE FILENAME: C:\Documents and Settings\bclaydon\My Documents\PDF
Output\E859922 & E4931 pro-forma assignment Exhibit F.pdf
FILE SIZE = 197178

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PUBLIC SERVICE STATEMENT

The *pro forma* assignment of the licenses for receive-only earth stations E859922 and E4931, from Newschannel 5 Network, L.P. to Newschannel 5 Network, LLC ("Newschannel") will serve the public interest by allowing Newschannel to continue to provide needed service to the public.